

17 November 2022

The Manager
Company Announcements
ASX Limited
By Electronic Lodgement

PTB SHAREHOLDERS VOTE IN FAVOUR OF SCHEME

PTB Group Limited (**ASX:PTB**) (**PTB**) is pleased to announce that PTB shareholders have voted in favour of the proposed acquisition of PTB by PAG/PTB BidCo Pty Ltd (**PAG BidCo**), a wholly owned subsidiary of PAG Holding Corp., (**PAG**) by way of scheme of arrangement (**Scheme**).

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), PTB advises that the resolution to approve the Scheme (**Scheme Resolution**) as set out in the Notice of Meeting in the Scheme Booklet dated 11 October 2022 was passed by the requisite majorities of PTB shareholders at the Scheme Meeting held yesterday. In summary:

- 92.37% of PTB shareholders present and voting (in person or by proxy, attorney or corporate representative) at the Scheme Meeting voted in favour of the Scheme Resolution; and
- 99.29% of total votes cast on the Scheme Resolution by PTB shareholders present and voting (in person or by proxy, attorney or corporate representative) at the Scheme Meeting were in favour of the Scheme Resolution.

Next Steps

The Scheme remains subject to certain conditions precedent as detailed in the Chairman's address for the Scheme Meeting released to the ASX yesterday.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the Court hearing on 29 November 2022 and the Court approves the Scheme, PTB proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission on the next day, at which time the Scheme will become legally effective. It is then expected that:

- PTB will apply for its shares to be suspended from trading on the ASX from close of trading on 30 November 2022; and
- the Scheme will be implemented and the Scheme Consideration of \$1.595 per PTB share held on the Scheme Record Date of 2 December 2022 will be paid to PTB shareholders on 9 December 2022.

The indicative timetable above assumes that the outstanding conditions precedent are satisfied or waived (if applicable) prior to the final Court hearing. PTB will announce to the ASX any expected changes to the timing of the Court hearing and subsequent timing to implementation.

Further information

If you have any questions in relation to the Scheme, please contact the PTB Shareholder Information Line on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia), or email registrars@linkmarketservices.com.au.

This announcement has been authorised for release by the Board of Directors of PTB Group.

For further information contact:

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About PTB Group

PTB Group is an ASX listed aviation company which provides the following services globally:

- *Maintenance, repair and overhaul ("MRO") services for turbo prop aircraft engines*
- *Aircraft and engine leasing*
- *Aircraft and engine spare parts*

PTB Group's workshops in Australia (Pacific Turbine Brisbane) and USA (Prime Turbines) maintain a range of smaller turbo prop engines including the Pratt and Whitney PT6 and the Honeywell 331 engines that are used on narrow bodied planes of less than 25 seat capacity.

PTB Group maintains a diverse customer base throughout the world including Australia, North and South America, Asia and the Pacific Isla

**PTB Group Limited
Scheme Meeting
Wednesday, 16 November 2022
Voting Results**

The following information is provided in accordance with section 251AA(2) of the *Corporations Act 2001* (Cth) and ASX Listing Rule 3.13.2.

Resolution Details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried/Not Carried
1. That, pursuant to and in accordance with section 411 of the Corporations Act, the Scheme (the terms of which are contained in and more particularly described in the Scheme Booklet of which this Notice of Scheme Meeting forms part), is approved (with or without modifications, alterations or conditions as approved by the Court to which PTB and PAG agree in writing) and the PTB Board is authorised, subject to the terms of the Scheme Implementation Deed, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions.	Special	84,442,937 98.41%	586,685 0.68%	776,014 0.90%	6,200	85,721,008 99.29%	612,648 0.71%	6,200	Carried
* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.						Number of shareholders voting on the poll (where applicable)			
						For	Against	Abstain*	
						230	16	3	